

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ABU DHABI COMMERCIAL BANK, KING
COUNTY, WASHINGTON, SEI
INVESTMENTS COMPANY, Together and
On Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

MORGAN STANLEY & CO.
INCORPORATED, MORGAN STANLEY &
CO. INTERNATIONAL LIMITED, THE
BANK OF NEW YORK MELLON (f/k/a THE
BANK OF NEW YORK), QSR
MANAGEMENT LIMITED, MOODY'S
INVESTORS SERVICE, INC., MOODY'S
INVESTORS SERVICE LTD., STANDARD
& POOR'S RATINGS SERVICES, THE
McGRAW HILL COMPANIES, INC.,
CHEYNE CAPITAL MANAGEMENT
LIMITED, CHEYNE CAPITAL
MANAGEMENT (UK) LLP, CHEYNE
CAPITAL INTERNATIONAL LIMITED,

Defendants.

-----x

**STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE OF
ALL CLAIMS AGAINST DEFENDANTS CHEYNE CAPITAL MANAGEMENT
LIMITED, CHEYNE CAPITAL MANAGEMENT (UK) LLP
AND CHEYNE CAPITAL INTERNATIONAL LIMITED**

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned
counsel on behalf of Cheyne Capital Management Limited, Cheyne Capital Management
(UK) LLP, and Cheyne Capital International Limited (the "Cheyne Defendants"), and Plaintiffs
Abu Dhabi Commercial Bank, King County, Washington, and SEI Investments Company
(collectively, the "Plaintiffs") as follows:

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DATE FILED: 7/12/10

08 Civ. No. 7508 (SAS)

ECF Case

1. All claims against the Cheyne Defendants are hereby dismissed, with prejudice, pursuant to Rule 41(a) of the Federal Rules of Civil Procedure.

2. The Cheyne Defendants and each Plaintiff shall each bear its own costs of suit, including attorneys' fees.

3. The Cheyne Defendants have agreed to provide certain discovery. The Cheyne Defendants agree that the Court will retain jurisdiction solely to resolve any discovery disputes between the Cheyne Defendants and Plaintiffs. By so agreeing, the Cheyne Defendants will not have been taken to have submitted to the jurisdiction of the New York courts in connection with

the merits of Plaintiffs' claims.

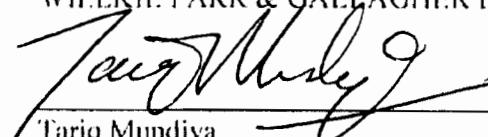
4. This stipulation and order renders the Cheyne Defendants' motion to dismiss moot. The Clerk of the Court is directed to close that ROBBINS GELLER RUDMAN & DOWD LLP

This stipulation and order renders the Cheyne Defendants' motion to dismiss moot. The Clerk of the Court is directed to close that
WILLKIE FARR & GALLAGHER LLP motion.

(Docket No 151).



Patrick J. Coughlin
Daniel S. Drosman
Jessica T. Shinnesfield
Michael F. Ghozland
Nathan R. Lindell
Christina A. Royce
Darryl J. Alvarado
655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
LukeB@rgrdlaw.com

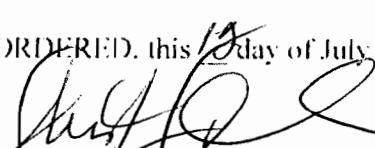


Tariq Mundiya
Jeffrey B. Korn
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
tmundiya@willkie.com
Attorneys for Defendants Cheyne Capital Management Limited, Cheyne Capital Management (UK) LLP and Cheyne Capital International Limited

ROBBINS GELLER RUDMAN & DOWD LLP
Samuel H. Rudman
Jarrett S. Charo
58 South Service Road, Suite 200
Melville, NY 11747
Telephone: (631) 367-7100

ROBBINS GELLER RUDMAN & DOWD LLP

SO ORDERED, this 13 day of July 2010:



Hon. Shira A. Scheindlin
United States District Judge

Luke O. Brooks
Jason C. Davis
100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: (415) 288-4545

Attorneys for Plaintiffs